

CHINA EASTERN AIRLINES CORP LTD

Form 6-K

July 13, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934

For the month of July 2009

Commission File Number: 001-14550

China Eastern Airlines Corporation Limited

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(Translation of Registrant's name into English)

2550 Hongqiao Road  
Hongqiao Airport  
Shanghai, China 200335

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:  Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Eastern Airlines Corporation Limited  
(Registrant)

Date July 13, 2009

By /s/ Luo Zhuping  
Name: Luo Zhuping  
Title: Company Secretary

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Certain statements contained in this announcement may be regarded as "forward-looking statements" within the meaning of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company's filings with the U.S. Securities and Exchange Commission. The forward-looking statements included in this announcement represent the Company's views as of the date of this announcement. While the Company anticipates that subsequent events and developments may cause the Company's views to change, the Company specifically disclaims any obligation to update these forward-looking statements, unless required by applicable laws. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this announcement.

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(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock code: 670)

ANNOUNCEMENT  
RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF  
THE COMPANY ON 10 JULY 2009

The Company hereby announces that certain resolutions were passed by the board of directors of the Company on 10 July 2009.

Pursuant to the Articles of Association and the Rules for the Board of Directors of China Eastern Airlines Corporation Limited (the "Company") and as convened by Mr. Liu Shaoyong, the Chairman, the twenty-seventh meeting (the "Meeting") of the fifth session of the board of directors of the Company (the "Board") was held on 10 July 2009 at the Shanghai International Airport Hotel.

Mr. Liu Shaoyong, Mr. Li Jun, Mr. Ma Xulun, Mr. Luo Chaogeng, Mr. Luo Zhuping, as directors of the Company, and Mr. Hu Honggao, Mr. Wu Baiwang, Mr. Xie Rong, Mr. Sandy Ke-Yaw Liu as independent non-executive directors of the Company, attended the Meeting. Mr. Zhou Ruijin, as an independent non-executive director of the Company, authorized Mr. Xie Rong, as an independent non-executive director of the Company, to vote in favor of the resolutions for him.

The directors of the Company (the "Directors") present at the Meeting confirmed they had received the notice of the Meeting. Ms. Liu Jiangbo, as the chairman of the supervisory committee of the Company, Mr. Xu Zhao, Mr. Yan Taisheng, Mr. Feng Jinxiong, Mr. Liu Jiashun, as supervisors of the Company, Mr. Zhang Jianzhong, Mr. Li Yangmin and Mr. Fan Ru, as deputy general managers of the Company, Mr. Wu Yongliang as the chief financial officer and other senior management and heads of the relevant departments of the Company also attended the Meeting. The quorum present at the Meeting complied with the relevant requirements under the Company Law of the People's Republic of China and the Articles of Association of the Company. The Meeting was legally and validly held.

The Meeting was chaired by Mr. Liu Shaoyong, the Chairman. The Directors present at the Meeting considered and approved the following resolutions:

1. The resolution on “China Eastern Airlines Corporation Limited satisfies the conditions for non-public issuance of A shares to specific places” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
2. The resolution on the “Proposal for the non-public issuance of A shares to specific places by China Eastern Airlines Corporation Limited” was considered and passed item by item. Relevant issues under the aforesaid non-public issue, including the class of shares to be issued, the nominal value, method of issue, price determination date, issue price, lock-up period arrangement, specific places and method of subscription, use of proceeds, place of listing and arrangement of accrued profits etc. were determined, and will be submitted to the shareholders’ meeting and class meetings of the shareholders of A shares and H shares for voting.
3. The resolution on “Proposal for the specific issuance of H shares to specific places by China Eastern Airlines Corporation Limited” was considered and passed, and relevant issues including the class of the shares to be issued, the nominal value, method of issue, issue price, specific places and method of subscription etc were determined, and will be submitted to the shareholders’ meeting and class meetings of the shareholders of A shares and H shares for voting and approval.
4. The resolution on the “Plan for the non-public issuance of A shares by China Eastern Airlines Corporation Limited” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
5. The resolution on the “Explanation on the use of the proceeds of the previous fund raising activities” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
6. The resolution on the “Authorization to the Board at the shareholders’ meeting to proceed with the matters relating to the non-public issuance of A shares and the specific issuance of H shares” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
7. The resolution on the “Feasibility report on the use of the proceeds from the non-public issuance of A shares” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
8. The resolution on the “Approval for implementation of the A Share Subscription Agreement and the H Share Subscription Agreement” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
9. The resolution on the “Waiver at the shareholders’ meeting in relation to the requirement of a general offer by China Eastern Air Holding Company” was considered and passed, which will be submitted to the shareholders’ meeting for approval.
10. The resolution on the “Amendments to the Articles of Association of the Company upon completion of the non-public issuance of A shares and the specific issuance of H shares” was considered and approved, which will be submitted to the shareholders’ meeting for approval.

11. The resolution on the “Proposal relating to the convening of the extraordinary shareholders’ meeting and class meetings of the shareholders of A shares and H shares” was considered and approved. Authorisation was granted to the Chairman to separately determine the date and time for convening each of the shareholders’ meetings, which will be announced on another date.

The Resolutions 2, 3, 4, 6, 8 and 9 mentioned above relate to connected transactions of the Company. The Directors present at the Meeting have considered the opinions from the independent directors. Mr. Liu Shaoyong, Mr. Li Jun, and Mr. Luo Chaogeng, who are directors connected to the subject matter, were present at the Meeting but have abstained from voting at the Meeting. The Directors present at the Meeting have unanimously considered that the transactions are financing projects of the Company under normal commercial terms, and the terms and conditions of the relevant agreements are fair and reasonable, are in the interest of the Company and its shareholders as a whole, and will benefit the long term development of the Company.

By order of the Board  
CHINA EASTERN AIRLINES CORPORATION LIMITED  
Luo Zhuping  
Director and Company Secretary

The Directors as at the date of this announcement are:

Liu Shaoyong	(Chairman)
Li Jun	(Vice Chairman)
Ma Xulun	(Director, President)
Luo Chaogeng	(Director)
Luo Zhuping	(Director, Company Secretary)
Hu Honggao	(Independent Non-executive Director)
Wu Baiwang	(Independent Non-executive Director)
Zhou Ruijin	(Independent Non-executive Director)
Xie Rong	(Independent Non-executive Director)
Sandy Ke-Yaw Liu	(Independent Non-executive Director)

Shanghai, the People’s Republic of China  
10 July 2009